

DO NOT FILE COPY ORIGINALLY

WC 06-3

FCC/MELLON

DEC 30 2005

STAMP & RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0389

Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Sharon L. Kirby - Sprint Comm. Co. L.P.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 401 9th Street, NW, Suite 400			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-585-1909		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-9403-34		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Sprint Communications Company L.P.			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Sprint Communications Company L.P. and)	
Trinsic Communications, Inc.,)	File No.
)	
Joint Application For Transfer of Control)	
Of Local Service Customer Base)	
_____)	

APPLICATION

Sprint Communications Company L.P. ("Sprint"), the long distance and CLEC affiliate of Sprint Nextel Corporation, and Trinsic Communications, Inc. ("Trinsic") (collectively, "Joint Applicants"), pursuant to the procedures set forth in Sections 63.03 and 63.04(a) of the Commission's Rules, 47 CFR §§63.04(a), hereby respectfully submit the above-captioned application to transfer control of Sprint's UNE-P-based local service residential and business customers to Trinsic.¹

¹ The Joint Applicants are filing this application out of an extreme abundance of caution. Sprint and Trinsic have been advised by Commission staff that the filing of a transfer of control application seeking Commission approval for one company to acquire the customer base of another is required. The staff explained that a 2002 *Report and Order* in CC Docket No. 01-130 (*Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*),¹⁷ FCC Rcd 5517, 5546-49 (¶¶57-64) imposes such requirement. However, there is nothing in that *Order* suggesting that a carrier's customer base – and unlike lines and switches, a carrier does not "own" its customers and therefore cannot transfer "control" of such customers to another carrier – is the type of "asset transfer" that was being addressed there. Indeed, the only reference to the subscriber base acquisitions is in paragraph 63 of the *Order* where the Commission states that such acquisitions are subject to requirements set forth in Section 64.1120(e) of the Rules. Trinsic has complied with such rules. Moreover, the *Order* deals with situations when a change of control of a licensee is being effected through an asset sale (as an alternative, for example, to a

The information required by 47 CFR §63.04 to be included in a Transfer of Control Application is set forth below. As noted, the Joint Applicants understand that because the proposed transaction meets the conditions set for in 47 CFR §63.03(b)(2)(i), the application is eligible for streamlined regulatory treatment. Thus the application will be granted on the 31st day following the release of the Public Notice of such application without further action by the Commission unless the Commission advises the Joint Applicants to the contrary. *See* 47 CFR §63.03(a).

1. Name and address of applicants

Sprint Communications Company L.P.
6200 Sprint Parkway
Overland Park, Kansas 66251
Telephone: 913-624-3000

Trinsic Communications, Inc.
601 South Harbour Island Boulevard, Suite 220
Tampa, Florida 33602
Telephone: 813-273-6261
Facsimile: 813-273-6861
FRN 0004-3283-32

2. State in which each applicant is organized

Sprint is limited partnership organized and existing under the laws of the State of Delaware

Trinsic is incorporated under the laws of the state of Delaware

stock transaction). Trinsic's acquisition of Sprint customers who do not exercise their right to choose another telecommunications provider cannot be viewed as a transfer of corporate control of a Commission Section 214 licensee. Nonetheless, in the interests of obtaining all necessary regulatory approvals for this transaction as quickly as possible – and the Joint Applicants understand that this Application is eligible for streamlined regulatory treatment as provided for under Section 63.03(a) and (b)(iii) – the Joint Applicants decided not to contest the applicability of the Commission's 2002 *Further Streamlining* decision to the proposed transaction.

3. Direct correspondence to:

Sprint: Lilli Taylor, Migration Manager
Sprint Communications Company L.P.
6450 Sprint Parkway,
Overland Park, Kansas 66251
Telephone: 913-315-9053
Facsimile: 913-315-0761
E-mail: lil.taylor@sprint.com

Trinsic: Don Davis, Senior Vice President
Trinsic Communications, Inc.
601 South Harbour Island Boulevard, Suite 220
Tampa, Florida 33602
Telephone: 813-273-6261
Facsimile: 813-273-6861
E-mail: ddavis@z-tel.com

Monique Byrnes
Consultant to Trinsic Communications, Inc.
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, Florida 32789
Telephone: 407-740-3005
Facsimile: 407-740-0613
E-mail: mbyrnes@tminc.com

4. Name, address, citizenship and principal business of any person or entity that directly or indirectly owns 10% of the equity of the applicant, and the percentage owned by each of those entities.

Sprint: Sprint is a wholly owned subsidiary of Sprint Nextel Corporation. Sprint Nextel is a Kansas Corporation whose principal place of operations is located at 6200 Sprint Parkway, Overland Park, KS 66251. Sprint Nextel is a holding company organized for the purpose of engaging in telecommunications and related businesses through its subsidiaries and is publicly traded under the name Sprint Nextel. No person or corporate entity owns more than a 10 percent share of Sprint Nextel.

Trinsic: Trinsic is a Florida-based local exchange and long distance carrier. Trinsic is registered, licensed or otherwise authorized to provide local and long distance services nationwide. The following entity directly owns ten percent or more of the equity in Trinsic, and may be reached at 140 Broadway, New York, New York 10005:

<u>Name/Address</u>	<u>Citizenship</u>	<u>Principal Business</u>	<u>%</u>
The 1818 Fund III, L.P.	U.S.	venture capital	73%

5. Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.

Sprint and Trinsic certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that neither is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. §3301.

6. Transaction description

Sprint and Trinsic have entered into agreement whereby Trinsic will acquire Sprint's UNE-P-based local service residential and business customers. Sprint currently provides such local service as part of a local/long distance bundled package called Sprint Complete Sensesm. Currently Sprint is providing Sprint Complete Sense to customers in 36 States and the District of Columbia. As a result of the transaction, Trinsic will become the local exchange provider to Sprint Complete Sense customers who do not chose another telecommunications service provider. Further, although Sprint will continue to provide interstate, intrastate and international long distance services on a standalone basis in all of the areas where it is discontinuing the offering of Sprint Complete Sense, Trinsic will become the long distance provider of all Sprint Complete Sense customers it acquires so that such customers will continue to enjoy the benefits of the bundled service they purchased from Sprint.²

In accordance with State and Commission rules, Trinsic and Sprint have provided written notice to affected Sprint customers informing them of the proposed transaction. The letter informed these customers that the transfer would take place "February 1, 2006 or shortly thereafter"; that they would "retain [their] current plan[s], rates features, Terms and Conditions of Service and [their] current customer service numbers"; and that they did not have to do anything to be transferred to Trinsic. These customers were also advised that they had the right to select other carriers to provide their local and long

² Sprint may also provide non-UNE-P-based local services in the 36 States and the District of Columbia where it currently provides Sprint Complete Sense.

distance services and that if they wanted to switch providers they should exercise such right by January 15, 2006 to ensure uninterrupted phone service.

- 7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

Sprint is authorized to provide telecommunications services throughout the United States and its territories. Sprint is also authorized to provide foreign telecommunications services. Trinsic is registered, licensed or otherwise authorized to provide local exchange and long distance services nationwide with the exception of the State of Alaska. Sprint provides Sprint Complete Sense to customers in the following States: Alabama, Arkansas, Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington and Wisconsin. Sprint also provides Sprint Complete Sense to customers in the District of Columbia.

- 8. Statement as to how the applicants fit into one or more of the streamlined categories.**

This application is eligible for streamlined procedures because (1) as a result of the transaction Trinsic's "market share in the interstate, interexchange market [will be] less than 10 percent"; (2) Trinsic will "provide competitive telephone exchange service ... exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction;" and, (3) neither Trinsic nor Sprint "is dominant with respect to any service." 47 CFR §63.03((b)(2).

- 9. Identification of all other Commission applications related to this transaction.**

None

- 10. Is special consideration requested due to imminent business failure of either applicant?**

No.

- 11. Have any separately filed waiver requests been filed with the Commission regarding this transaction?**

No.

12. **How will grant of this application serve the public interest, convenience and necessity?**

The proposed transaction will serve the public interest by ensuring no interruption of service or inconvenience to the affected customers. Trinsic has the technical, financial and managerial capabilities to provide quality service to Sprint's UNE-P customers. Furthermore, because Trinsic will provide service to Sprint's customers at the same rates, terms and conditions of service as they currently receive from Sprint, the transaction will be virtually transparent to Sprint's Complete Sense customers in terms of the service they receive. For these reasons, the grant of this Application is consistent with the public interest.

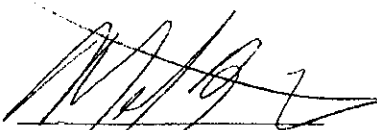
Respectfully submitted,



Don Davis

601 South Harbour Island Boulevard
Suite 220
Tampa, Florida 33602
Telephone: 813-273-6261
Facsimile: 813-273-6861
ddavis@z-tel.com

Senior Vice President for Trinsic Communications, Inc



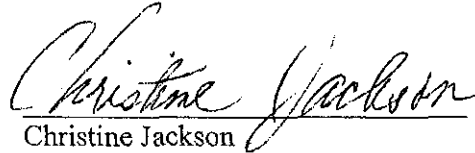
Michael B. Fingerhut
401 9th Street NW, Suite 400
Washington, D.C. 20004
Telephone: 202-585-1909
Facsimile: 202-585-1987
Michael.B.Fingerhut@sprint.com

Counsel to Sprint Communications Company L.P.

December 30, 2005

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing **APPLICATION** of Sprint Communications Company L.P. was filed by hand and copies sent by e-mail to the below-listed parties on this the 30th day of December 2005.


Christine Jackson

December 30, 2005

John Adams, Esq.
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Rodney McDonald, Esq.
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Renee Crittendon, Esq.
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554